

9 November 2005

Clerk of Court
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, New York 10004

In re DELPHI CORPORATION, et al., (Debtors)

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

Attention: Clerk of the Bankruptcy Court

Attached is a completed AFFIDAVIT OF LEGAL ORDINARY COURSE
PROFESSIONAL for consideration and recordation by the Court.

The subject Affidavit was set forth as Exhibit 2 to the ORDER UNDER 11 U.S.C. Sec.
327, 330 AND 331 AUTHORIZING RETENTION OF PROFESSIONALS UTILIZED
BY DEBTORS IN ORDINARY COURSE OF BUSINESS issued by the Court on 4
November 2005.

The undersigned is listed as an "Ordinary Course Professional" in Exhibit 1 of the order.

A stamped, self-addressed envelope and a copy of this Affidavit are enclosed for date-
stamping and return to the undersigned.

By: J. Gordon Lewis Date: 9 November 2005

J. Gordon Lewis dba J. Gordon Lewis, PLLC

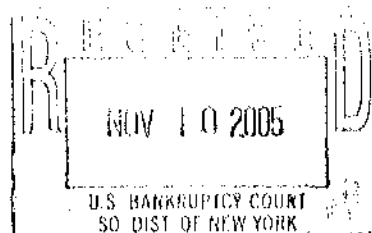
441 North Evansdale Drive
Bloomfield Hills, MI 48304

Phone: O: (248) 810-1234

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Fax: (248) 813-1211

E-mail: Gordon.lewis@delphi.com



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9 November 2005 – Clerk of Court

True copies of attached executed Affidavit served upon the following via Express Mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, Michigan 48098

Skadden, Arps, Slate, Meagher & Flom LLP
Attention: John Wm. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, Illinois 60606

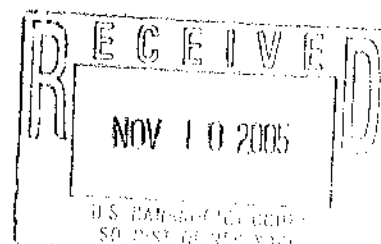
U.S. Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, New York 10044

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, New York 10022

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, New York 10017

Davis Polk & Wardell
Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, New York 10017

Latham & Watkins
Attention: Robert Rosenberg
885 Third Avenue
New York, New York 10022



UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

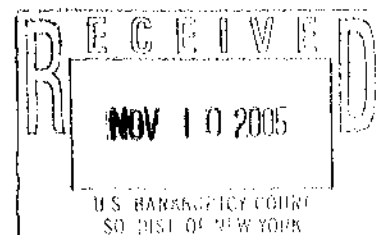
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In re	: Chapter 11
	: :
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	: :
Debtors.	: (Jointly Administered)
	: :
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF MICHIGAN)
) ss:
COUNTY OF OAKLAND)

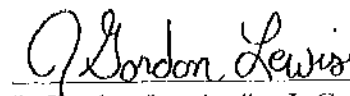
J. Gordon Lewis, being duly sworn, deposes and says:

1. I am a principal of J. Gordon Lewis, PLLC ("J. Gordon Lewis, PLLC") which firm maintains offices at 441 North Evansdale Drive, Bloomfield Hills, Michigan 48304.
2. Neither I, J. Gordon Lewis, PLLC, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. J. Gordon Lewis, PLLC, has represented and advised the Debtors with respect to a broad range of aspects of the Debtor's businesses.
4. The Debtors have requested, and J. Gordon Lewis, PLLC has agreed, to continue to represent and advise the Debtors pursuant to section 327(c) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and J. Gordon Lewis, PLLC proposes, to render the following services to the Debtors: Services related to the development and maintenance of a patent portfolio, including preparation, filing and prosecution of patent applications, undertaking and reporting the results of studies related to intellectual property matters, and consulting with inventors and engineering management regarding Debtor business unit intellectual property matters.



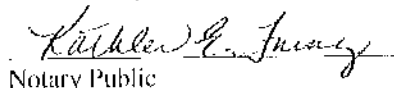
5. J. Gordon Lewis, PLLC's current fees arrangement is a fixed rate of \$770.00 (U.S.) per diem.
6. Except as set forth herein, no promises have been received by J. Gordon Lewis, PLLC or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. J. Gordon Lewis, PLLC has no agreement with any entity to share with such entity any compensation received by J. Gordon Lewis, PLLC.
8. J. Gordon Lewis, PLLC and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. J. Gordon Lewis, PLLC does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
9. Neither I, J. Gordon Lewis, PLLC, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which J. Gordon Lewis, PLLC is to be engaged.
10. The foregoing constitutes the statement of J. Gordon Lewis, PLLC pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



J. Gordon Lewis dba J. Gordon Lewis, PLLC

Subscribed and sworn before me
This 9th day of November, 2005


Notary Public

KATHLEEN E. FINNEY
NOTARY PUBLIC, COMMISSION
EXPIRY 12/31/2008
MY COMMISSION EXPIRES Aug 13, 2010
ACTIVE IN COLLECTOR